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COMMONWEALTH OF VIRGINIA

STATE CORPORATION COMMISSION

AT RICHMOND, JANUARY 11, 2001

APPLICATION OF

VIRGINIA ELECTRIC AND POWER COMPANY

CASE NO. PUE000745

For a certificate of public
convenience and necessity
pursuant to the Utility
Facilities Act, and authority
pursuant to the Utility
Transfers Act, to acquire
cogeneration facilities in
Altavista, Hopewell, and
Southampton, Virginia

PROTECTIVE ORDER

On December 21, 2000, Virginia Electric and Power Company (the "Company") filed a motion requesting the entry of a protective order setting forth the procedures by which confidential and competitively sensitive information shall be handled generally in this proceeding.

UPON CONSIDERATION of the Company's motion, the Commission is of the opinion and finds that said motion should be granted. Accordingly,

IT IS ORDERED THAT any documents, materials, and information to be filed or produced by the Company, either for itself or for its affiliates, or to be filed or produced by any other party in this proceeding ("Other Party"), whether contained in documents filed with the Commission or produced in

response to Commission orders, Staff data requests, or properly propounded interrogatories or requests for production of documents from Other Parties in this proceeding, which documents, materials, or information the producing party designates and clearly marks as confidential ("Confidential Information"), shall be produced, examined and used only in accordance with the following conditions:

(1) All Confidential Information produced to the Company, Staff, the Division of Consumer Counsel - Office of the Attorney General ("Attorney General"), or Other Parties shall be used solely for the purposes of this proceeding (including any appeals).

(2) Access to Confidential Information shall be specifically limited to the Company, Staff, Attorney General, or Other Parties, their counsel and expert witnesses, and to support personnel who are working on this case under the direction of their counsel or expert witnesses and to whom it is necessary that the Confidential Information be shown for the purposes of this proceeding, so long as each such person has executed an Agreement to Adhere to Protective Order ("Agreement"), which is Attachment A to this Order. All Agreements shall be promptly forwarded to the producing party upon execution.

(3) In the event that the Company, Staff, Attorney General, or Other Parties seek permission to grant access to any Confidential Information to any person other than the persons authorized to receive such information under paragraph (2) above, the party desiring permission shall obtain the consent of counsel for the producing party. In the event of a negative response, the party seeking disclosure permission may apply to the Commission for such permission.

(4) The producing party shall be under no obligation to furnish Confidential Information to persons other than those authorized to receive such information under paragraph (2) above unless specifically ordered by the Commission to do so. Parties are encouraged to seek consents to the maximum extent practicable.

(5) (a) Where a party contends that due to the Competitively Sensitive nature of requested documents, materials, or other information ("Competitively Sensitive Information"), the procedures for treatment of Confidential Information fail to provide adequate safeguards, the party producing the Competitively Sensitive Information shall be required to provide such documents for review, in the offices of the producing party, by only counsel and designated regulatory and legal personnel and outside expert witnesses, employed or retained by the parties and under the direction and control of

counsel. These parties may review, but not copy, the documents sought to be protected, and they must agree to treat the Competitively Sensitive Information according to the provisions of this Order to the maximum extent applicable, and shall sign and forward an Agreement (Attachment A) to the producing party. Employees, officers, or directors of a party, or consultants or experts retained by a party, who have been or are currently involved in a contract with the Company for the sale of energy, shall not be provided access to Competitively Sensitive Information. Individuals who become viewing representatives under this paragraph may not engage in or consult in the sales of energy in Virginia for three (3) years beginning and continuing after first viewing such Competitively Sensitive Information. A party may not withhold access to information solely on the basis that this requested information is Competitively Sensitive. For purposes of this section, Staff is not considered a party.

(b) Where a party contends that it should not be required to produce specific documents or materials due to their Competitively Sensitive nature and some other grounds, such as relevancy, the party raising such an objection must state clearly each of its grounds for objecting to the interrogatory or data request including that the requested information is Competitively Sensitive. In responding to any motions to

compel, the party contending that it should not be required to produce the Competitively Sensitive Information shall specify any factual or legal predicates supporting its claim and shall provide a log enumerating all responsive information deemed Competitively Sensitive. The log shall specify the following about the information withheld: (i) the original requesting party; (ii) the data request number and date of the request; (iii) the type of information (e.g., computer-stored information, microfilm, letter, memorandum, policy circular, minute book, telegram, chart, etc.) or some other means of identifying the requested information; (iv) its present location and custodian; (v) the nature of the information; and (vi) why the procedures for treatment of Confidential Information are not adequate safeguards.

(6) The Clerk of the Commission is directed to maintain under seal all documents, materials, and information filed with the Commission in this proceeding which the producing party has designated, in whole or in part, as Confidential Information or Competitive Sensitive Information.

(7) In the event the Company, Staff, Attorney General, or Other Parties seek to introduce at a hearing testimony, exhibits, or studies that disclose Confidential Information, the Staff, Attorney General, or the party seeking such introduction shall:

- (a) notify the producing party at least three (3) days in advance of any such hearing regarding testimony that is not prefiled unless a shorter period would not unduly prejudice the producing party; and
- (b) if such testimony is prefiled, file such testimony, exhibits, or studies with the Commission under seal and serve on all parties of record copies of the testimony, exhibits, or studies deleting those parts that contain references to or portions of the designated Confidential Information. The testimony, exhibits, or studies containing the Confidential Information filed with the Commission shall be kept under seal unless and until the Commission rules to the contrary. Each party shall, upon signing Attachment A hereof, receive a copy of those parts of the testimony, exhibits, or studies that contain references to or portions of the Confidential Information and each party and counsel shall be bound by this Order insofar as it restricts the use of and granting of access to the Confidential Information.

(8) Oral testimony regarding Confidential Information, if ruled admissible by the Commission, will be taken in camera and that portion of the transcript recording such testimony shall be placed in the record under seal.

(9) In the event the Company, Staff, Attorney General, or Other Parties seek to introduce at a hearing testimony, exhibits, or studies that disclose Competitively Sensitive Information, the Staff, Attorney General, or the party seeking such introduction shall notify the producing party at least three (3) days in advance of any such hearing unless a shorter period would not unduly prejudice the producing party. Any testimony regarding Competitively Sensitive Information shall be taken in camera and in the presence of only those persons who have been granted access to the specific Competitively Sensitive Information pursuant to a nondisclosure agreement with the producing party. That portion of the transcript recording such testimony shall be placed in the record under seal.

(10) No person authorized under this Order to have access to Confidential or Competitively Sensitive Information shall disseminate, communicate, or reveal any such Confidential or Competitively Sensitive Information to any person not specifically authorized under this Order to have access.

(11) At the conclusion of this proceeding (including any appeals), any originals or reproductions of any Confidential Information produced pursuant to this Order shall be returned to by the Company, Attorney General, and Other Parties to the producing party (or destroyed) if requested to do so by the producing party. At such time, any originals or reproductions

of any Confidential or Competitively Sensitive Information in Staff's possession will be returned to the producing party, destroyed, or kept with Staff's permanent work papers in a manner that will preserve the confidentiality of the Confidential or Competitively Sensitive Information. Insofar as the provisions of this Protective Order restrict the communications and use of the Confidential and Competitively Sensitive Information produced thereunder, such restrictions shall continue to be binding after the conclusion of this proceeding (including any appeals) as to the Confidential and Competitively Sensitive Information.

(12) This Order does not preclude the Company, Staff, Attorney General, or any Other Party from arguing, prior to public disclosure, that documents, materials, and information received under the Order should not be treated as Confidential or Competitively Sensitive. But in no event shall Staff, the Attorney General, or any Other Party to this proceeding disclose Confidential or Competitively Sensitive Information it has received subject to this Order absent a finding by the Commission that such information does not require confidential treatment. The Company, Staff, Attorney General, or any Other Party objecting to treating information as either Confidential or Competitively Sensitive may file with the Clerk of the Commission a motion seeking in camera review by the Commission

of the documents or information alleged to be subject to treatment as Confidential or Competitively Sensitive. The burden of proving that documents, materials, or information should be treated as Confidential or Competitively Sensitive shall be upon the proponent of maintaining the documents, materials, or information in such confidence.

(13) A producing party is obligated to separate non-confidential and non-competitively sensitive documents, materials, and information from Confidential Information and Competitively Sensitive Information wherever practicable, and to provide the non-confidential and non-competitively sensitive documents, materials, and information.

(14) Any party who obtains or has access to another party's Confidential or Competitively Sensitive Information and thereafter misuses it in any way shall be subject to sanctions as the Commission may deem appropriate, in addition to any other liabilities that might attach from such misuse.

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AGREEMENT TO ADHERE TO PROTECTIVE ORDER

I, _____, on behalf of and representing
_____, hereby acknowledge having read and
understood the terms of the Protective Order entered in this
proceeding by the Commission on _____, 2001, and
agree to treat all Confidential Information and Competitively
Sensitive Information that I receive, review, or to which I have
access in connection with this Case No. PUE000745 as set forth
in that Protective Order.

Signature: _____

Printed Name: _____

On behalf of: _____

Date: _____